



Centinela Valley Union High School District

Office of the Superintendent

14901 Inglewood Avenue, Lawndale, CA 90260

(310) 263-3201; (310) 675-6571 fax

www.centinela.k12.ca.us

ADOPTED

BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

44 JUNE 21, 2011

Sachi A. Hamai
SACHI A. HAMAI
EXECUTIVE OFFICER

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(310) 675-7017 fax

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Joseph Guidetti
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(310) 263-3100
(310) 263-3120 fax

Leuzinger High School
Dr. Ryan Smith
Principal

(310) 263-2200
(310) 675-7023 fax

Lloyd High School/
CV Independent Study
James Eder
Principal

(310) 263-3720
(310) 978-3995 fax

Centinela Valley Adult
Education School
Paul Guzman
Frances Kusumoto
Dan Wood
Associate Principals

(310) 263-3165
(310) 644-6142

May 31, 2011

The Honorable Board of Supervisors County of Los Angeles
Room 383
Hall of Administration
500 West Temple Street
Los Angeles, California 90012

Attn: Cammy C. DuPont, Esq., County Counsel

Re: Centinela Valley Union High School District Request for Board to Levy
Taxes and to Direct the Auditor-Controller to Place Taxes on the Tax Roll

Dear Supervisors:

On May 24, 2011, the Board of Education of the Centinela Valley Union High School District (the "District") adopted a resolution (the "District Resolution") authorizing the issuance and sale of the District's General Obligation Bonds, Election of 2010, 2011 Series A (collectively, the "Bonds") in the aggregate principal amount not to exceed \$26,000,000, pursuant to Article 4.5 of Chapter 3 of Part 1 of Division 2 of Title 5 (commencing with Section 53506) of the Government Code of the State of California. An executed original of the District Resolution is enclosed herewith.

The District formally requests in accordance with applicable law that the Los Angeles County Board of Supervisors (the "Board of Supervisors") adopt the enclosed resolution (the "County Resolution") to levy the appropriate taxes and to direct the County Auditor-Controller to place these taxes on the tax roll every year according to a debt service schedule to be supplied by the District following the sale of the Bonds.

IT IS THEREFORE RECOMMENDED THAT THE BOARD OF SUPERVISORS:

1. Adopt the enclosed County Resolution.
2. After the Board of Supervisors has taken action on this letter, the District requests that the Executive Officer-Clerk of the Board of Supervisors furnish two (2) certified copies of the adopted resolution to Hawkins Delafield & Wood LLP, at 333 South Grand Street, 36th Floor, Los Angeles, California 90071, Attn: Nnanna Ogbu, (1) certified copy of the adopted resolution to Los Angeles County Treasurer and Tax Collector. Attention: Beth Salazar 500 W. Temple Street, Room 437, Los Angeles, California 90012 and send one (1) copy of the adopted resolution to each of the following:

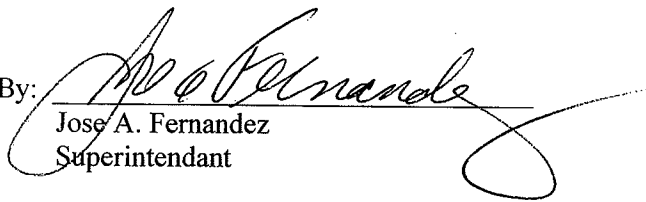
- (a) Piper Jaffray & Co.
Attention: Timothy Carty
2321 Rosecrans Avenue, Suite 3200
El Segundo, California 90245

- (b) Los Angeles County Auditor-Controller
Attention: Katie Szeto
500 West Temple Street, Suite 603
Los Angeles, California 90012
- (c) Los Angeles County Counsel
Attention: Cammy C. DuPont, Esq.
500 West Temple Street, Room 648
Los Angeles, California 90012
- (d) Luna & Glushon
Attention: Olman Valverde
1801 Century Park East, Suite 2400
Los Angeles, California 90067

Sincerely,

CENTINELA VALLEY UNION
HIGH SCHOOL DISTRICT

By:


Jose A. Fernandez
Superintendent

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES, CALIFORNIA, AUTHORIZING THE ISSUANCE OF BONDS BY THE CENTINELA VALLEY UNION HIGH SCHOOL DISTRICT, THE LEVY OF TAXES AND DIRECTING THE AUDITOR-CONTROLLER OF THE COUNTY OF LOS ANGELES TO MAINTAIN TAXES ON THE TAX ROLL

WHEREAS, a duly called election was held in the Centinela Valley Union High School District (hereinafter referred to as the "District"), County of Los Angeles (the "County"), State of California (the "State"), on November 2, 2010, and thereafter canvassed pursuant to law (the "2010 Election");

WHEREAS, at the 2010 Election, there was submitted to and approved by the requisite fifty-five percent (55%) vote of the qualified electors of the District voting on a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot submitted to the voters ("Measure CV (2010)"), in the maximum principal amount of Ninety-Eight Million Dollars (\$98,000,000), payable from the levy of an *ad valorem* tax against the taxable property in the District (the "Authorization");

WHEREAS, the Board of Education of the District (the "District Board") has determined the need for the issuance of its Centinela Valley Union High School District General Obligation Bonds, 2010 Election, 2011 Series A (the "2011 Series A Bonds") under the Authorization pursuant to the provisions of Section 53506 *et seq.* of the Government Code of the State of California (the "Act");

WHEREAS, pursuant to the Act and the Resolution of the District Board adopted on May 24, 2011, the District is authorized to issue or cause to be issued 2011 Series A Bonds in an amount not to exceed Twenty-Six Million Dollars (\$26,000,000) for the purposes specified in Measure CV (2010);

WHEREAS, the Board of Supervisors of the County (the "County Board") has been formally requested by the District to levy taxes in an amount sufficient to pay the principal and accreted value of, premium, if any, and interest on the 2011 Series A Bonds when due, and to direct the Auditor-Controller of the County (the "Auditor-Controller") to maintain on its tax roll, and all subsequent tax rolls, taxes in an amount sufficient to fulfill the requirements of the debt service schedule for the 2011 Series A Bonds, which will be provided to the Auditor-Controller by the District following the sale of the 2011 Series A Bonds;

NOW THEREFORE, THE BOARD OF SUPERVISORS OF THE COUNTY OF LOS ANGELES DOES HEREBY RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

SECTION 1. Authorization and Approval of General Obligation Bond Issuance by the District. That this County Board hereby authorizes and approves the issuance by the

District on its own behalf of the 2011 Series A Bonds under the Act pursuant to the powers granted the County under Section 15140(b) of the Education Code of the State.

SECTION 2. Levy of Taxes. That this County Board levy *ad valorem* property taxes in an amount sufficient to pay the principal and accreted value of, premium, if any, and interest on the 2011 Series A Bonds.

SECTION 3. Preparation of Tax Roll. That the Auditor-Controller is hereby directed to maintain on its tax roll, and all subsequent tax rolls, taxes in an amount sufficient to fulfill the requirements of the debt service schedule for the 2011 Series A Bonds, which will be provided to the Auditor-Controller by the District following the sale of the 2011 Series A Bonds.

SECTION 4. Effective Date. That this Resolution shall take effect immediately upon its passage.

The foregoing resolution was, on the 21st day of June, 2011, adopted by the Board of Supervisors of the County of Los Angeles and *ex officio* the governing body of all other special assessment and taxing districts, agencies and authorities for which said Board so acts.



SACHI A. HAMAI,
Executive Officer-Clerk of the Board of
Supervisors of the County of Los Angeles

By: Sachelle Smithman

Deputy

APPROVED AS TO FORM:

ANDREA SHERIDAN ORDIN,
County Counsel

By: Andy Ordin

Principal Deputy County Counsel

CENTINELA VALLEY UNION HIGH SCHOOL DISTRICT

RESOLUTION NO. 10-11/028

RESOLUTION OF THE BOARD OF EDUCATION OF THE CENTINELA VALLEY UNION HIGH SCHOOL DISTRICT, AUTHORIZING THE ISSUANCE AND SALE OF GENERAL OBLIGATION BONDS, 2010 ELECTION, 2011 SERIES A IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$26,000,000 IN ONE OR MORE SERIES AND APPROVING THE FORM OF CONTRACT OF PURCHASE, THE FORM OF CONTINUING DISCLOSURE CERTIFICATE, THE FORM OF PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT, AUTHORIZING THE EXECUTION OF THE CONTRACT OF PURCHASE, CONTINUING DISCLOSURE CERTIFICATE, AUTHORIZING THE PREPARATION, DISTRIBUTION, EXECUTION AND DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT FOR SAID BONDS, AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES RELATING TO SAID BONDS

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CENTINELA VALLEY UNION HIGH SCHOOL DISTRICT

RESOLUTION NO. 10-11/028

RESOLUTION OF THE BOARD OF EDUCATION OF THE CENTINELA VALLEY UNION HIGH SCHOOL DISTRICT, AUTHORIZING THE ISSUANCE AND SALE OF GENERAL OBLIGATION BONDS, 2010 ELECTION, 2011 SERIES A IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$26,000,000 IN ONE OR MORE SERIES AND APPROVING THE FORM OF CONTRACT OF PURCHASE, THE FORM OF CONTINUING DISCLOSURE CERTIFICATE, THE FORM OF PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT, AUTHORIZING THE EXECUTION OF THE CONTRACT OF PURCHASE, CONTINUING DISCLOSURE CERTIFICATE, AUTHORIZING THE PREPARATION, DISTRIBUTION, EXECUTION AND DELIVERY OF A PRELIMINARY OFFICIAL STATEMENT AND OFFICIAL STATEMENT FOR SAID BONDS, AND AUTHORIZING THE EXECUTION OF NECESSARY DOCUMENTS AND CERTIFICATES RELATING TO SAID BONDS

WHEREAS, a duly called election was held within the Centinela Valley Union High School District (the "District"), County of Los Angeles (the "County"), State of California, (the "State") on November 2, 2010 (the "2010 Election"), and thereafter canvassed pursuant to law; and

WHEREAS, at the 2010 Election, there was submitted to and approved by the requisite fifty-five percent (55%) vote of the qualified electors of the District voting on a question as to the issuance and sale of general obligation bonds of the District for various purposes set forth in the ballot measure ("Measure CV (2010)") submitted to the voters, in the maximum principal amount of Ninety-Eight Million Dollars (\$98,000,000), payable from the levy of an *ad valorem* tax against the taxable property in the District (the "Authorization"); and

WHEREAS, this Board of Education of the District (the "Board") has determined the need for the issuance of its general obligation bonds under the Authorization in an aggregate principal amount not to exceed Twenty-Six Million Dollars (\$26,000,000) in order to finance the Projects (as defined below); and

WHEREAS, the Board has elected to proceed to issue bonds under Section 53506 et seq. of the Government Code of the State of California; and

NOW THEREFORE, IT IS RESOLVED AND ORDERED by the Board of Education of the District as follows:

SECTION 1. Definitions. The following terms shall for all purposes of this Resolution have the following meanings:

“2010 Building Fund” shall mean the general obligation building fund established in connection with the issuance of the District’s General Obligation Bonds, 2010 Election, 2011 Series A, established by the Superintendent at the direction of the District and as discussed in Section 19 of this Resolution.

“2010 Debt Service Fund” shall mean the 2010 Debt Service Fund established pursuant to Section 21(a) of this Resolution.

“2010 Excess Earnings Fund” shall mean the 2010 Excess Earnings Fund established pursuant to Section 22 of this Resolution.

“Accreted Value” shall mean with respect to: (i) any Capital Appreciation Bond, as of any date of calculation, the sum of the Principal Amount thereof and the interest accreted thereto as of such date of calculation, accreted and compounded from the date of initial issuance at the stated accretion rate thereof on each February 1 and August 1, or as otherwise stated in the Contract of Purchase, assuming in any such semiannual period that such Accreted Value increases in equal daily amounts on the basis of a 360-day year of twelve 30-day months; and (ii) any Convertible Capital Appreciation Bond, as of any date of calculation prior to the Conversion Date, the sum of the Principal Amount thereof and the interest accreted thereto as of such date of calculation, accreted and compounded from the date of initial issuance at the stated accretion rate thereof on each February 1 and August 1, or as otherwise stated in the Contract of Purchase, assuming in any such semiannual period that such Accreted Value increases in equal daily amounts on the basis of a 360-day year of twelve 30-day months.

“Authorized Denominations” shall mean denominations of \$5,000 Principal Amount, Maturity Amount or Conversion Value, as applicable, or any integral multiple thereof.

“Authorized Investments” shall mean legal investments authorized by Section 53601 of the Government Code of the State of California, as in effect on the date such investments are made.

“Authorized Officer” shall mean each of the Superintendent, the Assistant Superintendent, Business Services, or any member of the Board, or any designee thereof.

“Authorizing Law” shall mean, collectively, (i) Article XIII A of the California Constitution and (ii) Section 53506 et seq. of the Government Code of the State of California, as amended.

“Board” shall mean the Board of Education of the Centinela Valley Union High School District.

“Bond Obligation” shall mean from time to time as of the date of calculation, with respect to any Current Interest Bond, the Principal Amount thereof, with respect to any Capital Appreciation Bond, the Accreted Value thereof and with respect to any Convertible CAB, the Conversion Value thereof.

“Bond Register” shall mean the books referred to in Section 17 of this Resolution.

"Bonds" shall mean the Centinela Valley Union High School District General Obligation Bonds, 2010 Election, 2011 Series A, which may be further designated in additional series of Bonds.

"Bond Year" shall mean the twelve-month period commencing August 1 in any year and ending on the last day of July in the next succeeding year, both dates inclusive, or as otherwise set forth in the Contract of Purchase; provided, however, that the first Bond Year shall commence on the day the Bonds are issued and shall end on July 31, 2012, both dates inclusive, or as otherwise set forth in the Contract of Purchase.

"Business Day" shall mean a day that is not a Saturday, Sunday or a day on which banking institutions in the State or the State of New York and the New York Stock Exchange are authorized or required to be closed.

"Capital Appreciation Bonds" shall mean the Bonds designated as such in Section 11 of this Resolution.

"Code" shall mean the Internal Revenue Code of 1986, as amended.

"Continuing Disclosure Certificate" shall mean the Continuing Disclosure Certificate of the District for the benefit of the Owners of the Bonds, the form of which is attached hereto as Exhibit D.

"Contract of Purchase" shall mean the Contract of Purchase for the Bonds by and between the District and the Representative, the form of which is attached hereto as Exhibit B.

"Conversion Date" shall mean the date upon which the Convertible CABs will convert from Capital Appreciation Bonds to Current Interest Bonds, which date shall be set forth in the Contract of Purchase.

"Conversion Value" shall mean, for each Convertible CAB, the accumulation of earned interest from their initial principal amount on the date of delivery thereof to the Conversion Date.

"Convertible CABs" shall mean Bonds which, by their terms, comprise Capital Appreciation Bonds for a term of years, whereupon they convert to Current Interest Bonds at a stated Conversion Value and date and shall mean the Bonds designated as such in Section 12 of this Resolution.

"Costs of Issuance" shall mean all of the costs of issuing the Bonds, including but not limited to, all printing and document preparation expenses in connection with this Resolution, the Bonds and the Official Statement pertaining to the Bonds and any and all other agreements, instruments, certificates or other documents prepared in connection therewith; Underwriters' discount; rating organization fees and related travel expenses; auditor's fees; CUSIP service bureau charges; legal fees and expenses of counsel with respect to the financing; the initial fees and expenses of the Paying Agent; the initial fees and expenses of the filing agent; fees for credit enhancement relating to the Bonds, if any; and other fees and expenses incurred in

connection with the issuance of the Bonds or the implementation of the financing for the Projects, to the extent such fees and expenses are approved by the District.

“County” shall mean the County of Los Angeles, California.

“County Treasurer” shall mean the Office of the Treasurer and Tax Collector of the County of Los Angeles.

“Current Interest Bonds” shall mean the Bonds designated as such in Section 10 of this Resolution.

“Dated Date” shall have the meaning given to that term in Section 10(a) of this Resolution.

“Debt Service” shall have the meaning given to that term in Section 21(c) of this Resolution.

“Defeasance Securities” shall mean:

(1) Direct and general obligations of the United States of America (including state and local government series), or obligations that are unconditionally guaranteed as to principal and interest by the United States of America, including (in the case of direct and general obligations of the United States of America) evidences of direct ownership of proportionate interests in future interest or principal payments of such obligations. Investments in such proportionate interests must be limited to circumstances wherein (a) a bank or trust company acts as custodian and holds the underlying United States obligations; (b) the owner of the investment is the real party in interest and has the right to proceed directly and individually against the obligor of the underlying United States obligations; and (c) the underlying United States obligations are held in a special account, segregated from the custodian’s general assets, and are not available to satisfy any claim of the custodian, any person claiming through the custodian, or any person to whom the custodian may be obligated; provided that such obligations are rated or assessed “AAA” by Standard & Poor’s or “Aaa” by Moody’s Investors Service; and

(2) Non-callable obligations of government sponsored agencies of the United States that are rated “AAA,” by Standard & Poor’s or “Aaa” by Moody’s Investors Service but are not backed by the full faith and credit of the government of the United States.

“Depository” shall mean DTC and its successors and assigns or if (a) the then Depository resigns from its functions as securities depository of the Bonds, or (b) the District discontinues use of the Depository pursuant to this Resolution, any other securities depository which agrees to follow procedures required to be followed by a securities depository in connection with the Bonds and which is selected by the Superintendent.

“DTC” shall mean The Depository Trust Company, New York, New York, and its successors and assigns.

“EMMA” shall mean the Electronic Municipal Market Access system of the MSRB or any other repository so designated by the MSRB or the SEC.

"Fiscal Year" shall mean the twelve-month period commencing on July 1 of each year and ending on the following June 30 or any other fiscal year in effect for the District.

"Information Services" shall mean national information services that disseminate securities redemption notices or, in accordance with then-current guidelines of the SEC, such other services providing information with respect to called bonds as the District may specify in a written certificate delivered to the Paying Agent.

"Interest Payment Date" shall mean with respect to: (i) any Current Interest Bond, February 1 and August 1 in each year, or as otherwise specified in the Contract of Purchase, commencing on the date specified in the Contract of Purchase, until the date of maturity or earlier redemption date thereof; (ii) any Capital Appreciation Bond, the date of maturity or earlier redemption date thereof; and (iii) any Convertible CAB, the Conversion Date thereof and each February 1 and August 1 thereafter until the date of maturity or earlier redemption date thereof.

"Maturity Amount" shall mean the Accreted Value of any Capital Appreciation Bond on its maturity date.

"Moody's" shall mean Moody's Investors Service, its successors and assigns, except that if such corporation shall no longer perform the functions of a securities rating organization for any reason, the term "Moody's" shall be deemed to refer to any other nationally recognized securities rating organization selected by the District.

"MSRB" shall mean the Municipal Securities Rulemaking Board.

"Nominee" shall mean the nominee of the Depository, which may be the Depository, as determined from time to time by the Depository.

"Official Statement" shall have the meaning given to that term in Section 6 of this Resolution.

"Outstanding" when used with reference to the Bonds, shall mean, as of any date, Bonds theretofore issued or thereupon being issued under this Resolution except:

- (1) Bonds canceled at or prior to such date;
- (2) Bonds surrendered to the Paying Agent, and for which other Bonds shall have been delivered, pursuant to Section 15 hereof;
- (3) Bonds for the payment or redemption of which funds or eligible securities in the necessary amount shall have been set aside (whether on or prior to the maturity or redemption date of such Bonds), in accordance with Section 42 of this Resolution.

"Owner" shall mean the registered owner, as indicated in the Bond Register, of any Bond.

"Participant" shall mean a member of or participant in the Depository.

"Paying Agent" shall mean U.S. Bank National Association, its designated agents or its successors or assigns, acting in the capacity of paying agent, registrar, authenticating agent and transfer agent.

"Pledged Moneys" shall have the meaning given to that term in Section 20 of this Resolution.

"Preliminary Official Statement" shall have the meaning given to that term in Section 6 of this Resolution.

"Principal" or "Principal Amount" shall mean, as of any date of calculation, with respect to (i) any Current Interest Bond, the principal amount thereof, (ii) any Capital Appreciation Bond, the initial principal amount thereof, or (iii) any Convertible CAB, the initial principal amount thereof.

"Principal Payment Date" shall mean August 1 in each year, or as otherwise specified in the Contract of Purchase, commencing on the date specified in the Contract of Purchase.

"Projects" shall have the meaning given to that term in Section 8 of this Resolution.

"Project Costs" shall mean all of the expenses of and incidental to the construction or acquisition of the Projects, including Costs of Issuance.

"Record Date" shall mean the close of business on the fifteenth calendar day of the month next preceding an Interest Payment Date.

"Redemption Notice" shall have the meaning given to that term in Section 27 of this Resolution.

"Regulations" shall mean the regulations of the United States Department of the Treasury proposed or promulgated under Sections 103 and 141 through 150 of the Code which by their terms are effective with respect to the Bonds and similar Treasury Regulations to the extent not inconsistent with Sections 103 and 141 through 150 of the Code, including regulations promulgated under Section 103 of the Internal Revenue Code of 1954, as amended.

"Representative" shall mean Piper Jaffray & Co., as representative of the Underwriters named in the Contract of Purchase.

"Resolution" shall mean this Resolution.

"Rule 15c2-12" shall mean Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended.

"S&P" shall mean Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, its successors and assigns, except that if such corporation shall no longer perform the functions of a securities rating organization for any reason, the term "S&P" shall be

deemed to refer to any other nationally recognized securities rating organization selected by the District.

“SEC” shall mean the Securities and Exchange Commission of the United States of America.

“Securities Depositories” shall mean The Depository Trust Company, 55 Water Street, New York, New York 10041, Fax (212) 855-1000 or 7320; and, in accordance with then current guidelines of the Securities and Exchange Commission, such other addresses and/or such other securities depositories as the District may designate in a certificate of the District delivered to the Paying Agent.

“State” shall mean the State of California.

“Superintendent” shall mean the Superintendent of Schools of the District.

“Supplemental Resolution” shall mean any resolution supplemental to or amendatory of this Resolution, adopted by the District in accordance with Section 39 or Section 40 hereof.

“Tax Certificate” shall mean the Tax Certificate of the District delivered in connection with the issuance of the Bonds.

“Transfer Amount” shall mean, with respect to (i) any Outstanding Current Interest Bond, the aggregate Principal Amount thereof, (ii) any Outstanding Capital Appreciation Bond, the Maturity Amount thereof, and (iii) any Outstanding Convertible CAB, the Conversion Value thereof.

“Underwriters” shall mean Piper Jaffray & Co. and Cabrera Capital Markets.

SECTION 2. Rules of Construction. Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders, and vice versa. Except where the context otherwise requires, words importing the singular shall include the plural and vice versa, and words importing persons shall include firms, associations and corporations, including public bodies, as well as natural persons.

SECTION 3. Authority for this Resolution. This Resolution is adopted pursuant to the provisions of the Authorizing Law.

SECTION 4. Approval of Contract of Purchase; Sale of the Bonds. For the above purposes, this Board hereby authorizes that the Bonds be sold in one or more separate series to the Underwriters, at a negotiated sale in accordance with the form of Contract of Purchase set forth as Exhibit B hereto, by and among the District and the Underwriters in connection with the sale of the respective series of the Bonds, substantially in the form submitted to and considered by this Board. The Bonds shall bear or accrete interest at rates not to exceed the maximum rate per annum permitted by law and shall not exceed forty (40) years in maturity from their date of issuance. The form of Contract of Purchase in substantially the form presented to this Board and set forth as Exhibit B hereto is hereby approved in connection with the offering

and sale of the Bonds and an Authorized Officer is hereby authorized to execute the Contract of Purchase, with such changes therein, deletions therefrom and modifications thereto as such Authorized Officer may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

The purchase price for the Bonds shall be as set forth in the Contract of Purchase, provided that (i) the true interest cost for the Bonds shall not be in excess of the maximum rate permitted by law per annum; (ii) the underwriters' compensation for the Bonds shall not exceed 0.55% of the aggregate principal amount of the Bonds sold under the Contract of Purchase; and (iii) the Bonds shall otherwise conform to the limitations specified herein.

The District hereby instructs the Representative to establish the terms, series, interest structure and redemption provisions for the respective series of Bonds in order to take advantage of financial market conditions prevailing at the date of sale of the Bonds under the Contract of Purchase. Bonds of several series, if any, may be sold under separate versions of the Contract of Purchase at different times.

SECTION 5. Continuing Disclosure Certificate. The form of Continuing Disclosure Certificate in substantially the form presented to this Board and set forth as Exhibit D hereto is hereby approved. Any Authorized Officer is hereby authorized on behalf of the District to execute a Continuing Disclosure Certificate with respect to the Bonds in substantially the form presented to this Board and set forth as Exhibit D hereto, with such changes thereto as deemed necessary in order to permit the original purchasers of the Bonds to comply with the requirements of Rule 15c2-12. The District hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate.

SECTION 6. Authorization of Preliminary Official Statement and Official Statement. The form of the Preliminary Official Statement ("Preliminary Official Statement") in substantially the form presented to this Board and set forth as Exhibit C hereto, relating to the Bonds, with such changes as any Authorized Officer acting singly may approve, are hereby approved. The Financial Advisor, or the Underwriters, as the case may be, are hereby authorized and directed to deliver copies of such Preliminary Official Statement in final form to persons who may be interested in purchasing the Bonds. Each Authorized Officer, acting singly, is hereby authorized to certify on behalf of the District, that the Preliminary Official Statement is deemed final as of its date, within the meaning of Rule 15c2-12 (except for the omission of certain final pricing, rating and related information as permitted by Rule 15c2-12).

An Official Statement in substantially the form of the Preliminary Official Statements (each, an "Official Statement") in substantially the form presented to this Board and set forth as Exhibit C hereto, with such changes as each Authorized Officer, acting singly, may approve (including all information previously permitted to have been omitted by Rule 15c2-12), which approval shall be conclusively evidenced by execution by such Authorized Officer of the Official Statements and delivery thereof to the original purchasers of the Bonds within 7 Business Days of the sale of the Bonds, is hereby approved. Any Authorized Officer is hereby authorized and directed to execute such Official Statements with such changes therein, deletions therefrom and modifications thereto as such Authorized Officer may approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 7. Authorization of Officers. The Authorized Officers of the District are, and each of them acting alone is, hereby authorized to execute any and all documents and perform any and all acts and things, from time to time, consistent with this Resolution and necessary or appropriate to carry the same into effect and to carry out its purpose.

SECTION 8. Use of Bond Proceeds. The Bonds shall be issued in the name and by the District in an aggregate Principal Amount not to exceed \$26,000,000 in one or more series of Bonds, for the financing of the furnishing, equipping, acquisition, construction and improvement of District facilities for some or all of the purposes authorized at the 2010 Election (collectively, the "Projects").

SECTION 9. Designation and Form; Payment.

(a) Bonds entitled to the benefit, protection and security of this Resolution are hereby authorized in an aggregate Principal Amount not to exceed \$26,000,000. Such Bonds shall be general obligations of the District, payable as to Principal and Accreted Value of, premium, if any, and interest from *ad valorem* taxes to be levied upon all of the taxable property in the District. The Bonds shall be designated "Centinela Valley Union High School District General Obligation Bonds, 2010 Election, 2011 Series A", with such additional series or designations as may be necessary or advisable in order to market the Bonds, as set forth in the Contract of Purchase. The Bonds may be issued as Current Interest Bonds, Capital Appreciation Bonds, and Convertible CABs, or any combination thereof, and shall be subject to redemption as further set forth in the Contract of Purchase, pursuant to this Resolution.

(b) The forms of the Current Interest Bonds, Capital Appreciation Bonds, and Convertible CABs and the related paying agent's certificate of authentication and registration and form of assignment to appear on each of them, shall be substantially in conformity with the forms attached hereto as Exhibit A-1, Exhibit A-2 and Exhibit A-3, respectively, and incorporated herein by this reference.

(c) Principal and Accreted Value of, premium, if any, and interest with respect to any Bond are payable in lawful money of the United States of America. Principal and Accreted Value of, premium, if any, and interest on any Bond is payable upon surrender thereof at maturity or earlier redemption of such Bond at the office designated by the Paying Agent in Los Angeles County, California.

SECTION 10. Description of Current Interest Bonds.

(a) The Bonds issued as Current Interest Bonds shall be issued in fully registered form, without coupons, in Authorized Denominations, provided that one such Current Interest Bond may be in an irregular denomination. The Current Interest Bonds shall be dated their date of delivery or such dates as shall appear on the respective Contract of Purchase (the "Dated Date") and shall mature on the dates, in the years and in the Principal Amounts, and interest shall be computed at the rates, set forth in the Contract of Purchase.

(b) Interest on each Current Interest Bond shall accrue from its Dated Date as set forth in the Contract of Purchase. Interest on Current Interest Bonds shall be computed using a year of 360 days comprised of twelve 30-day months and shall be payable on each Interest

Payment Date to the Owner thereof as of the close of business on the Record Date. Interest with respect to each Current Interest Bond will be payable from the Interest Payment Date next preceding the date of registration thereof, unless (i) it is registered after the close of business on any Record Date and before the close of business on January 15, 2012 in which event interest with respect thereto shall be payable from its Dated Date; or (ii) it is registered prior to the close of business on the first Record Date, in which event interest shall be payable from its Dated Date; provided, however, that if at the time of registration of any Current Interest Bond interest with respect thereto is in default, interest with respect thereto shall be payable from the Interest Payment Date to which interest has previously been paid or made available for payment. Payments of interest on the Current Interest Bonds will be made on each Interest Payment Date by check or draft of the Paying Agent sent by first-class mail, postage prepaid, to the Owner thereof on the Record Date, or by wire transfer to any Owner of \$1,000,000 or more of such Current Interest Bonds, to the account specified by such Owner in a written request delivered to the Paying Agent on or prior to the Record Date for such Interest Payment Date; provided, however, that payments of defaulted interest shall be payable to the person in whose name such Current Interest Bond is registered at the close of business on a special record date fixed therefor by the Paying Agent which shall not be more than 15 days and not less than ten days prior to the date of the proposed payment of defaulted interest.

SECTION 11. Description of Capital Appreciation Bonds.

(a) The Bonds issued as Capital Appreciation Bonds shall be issued in fully registered form in their Principal Amounts but shall reflect Authorized Denominations, provided that one such Capital Appreciation Bond may reflect an irregular denomination. The Capital Appreciation Bonds shall be dated the date of their issuance, shall be issued in the aggregate initial Principal Amounts, shall mature on the dates, in the years and in the Maturity Amounts, and shall accrete interest at the accretion rates, all as set forth in the Contract of Purchase.

(b) Interest on each Capital Appreciation Bond, if any, shall be compounded semiannually on February 1 and August 1 of each year until maturity, or as otherwise set forth in the Contract of Purchase, commencing on the date set forth in the Contract of Purchase, computed using a year of 360 days comprised of twelve 30-day months and shall be payable only at maturity as part of its Maturity Amount or at earlier redemption at its Accreted Value.

SECTION 12. Description of Convertible CAB.

(a) The Bonds issued as Convertible CABs shall be issued in fully registered form in their Principal Amounts but shall reflect Authorized Denominations, provided that one such Convertible CAB may reflect an irregular denomination. The Convertible CABs shall be dated the date of their issuance, shall be issued in the aggregate initial Principal Amounts, shall be subject to conversion on the dates, in the years and at the Conversion Value, shall accrete at the accretion rates and shall bear interest at the rates, and shall mature on the dates, in the years and in the Conversion Values, as set forth in the Contract of Purchase.

(b) The Convertible CABs prior to their respective Conversion Dates shall not bear current interest but shall instead increase in value in the manner of a Capital Appreciation Bond as set forth in Section 11(b). From and after the respective Conversion Date of a

Convertible CAB, such Convertible CAB shall bear interest on its Conversion Value as of the Conversion Date, payable commencing on the Interest Payment Date following its Conversion Date, and thereafter on each Interest Payment Date in each year.

SECTION 13. Book-Entry System.

(a) The Bonds shall be initially issued in the form of a separate single fully registered Bond (which may be typewritten) for each of the maturities of the Bonds within each series. Upon initial issuance, the ownership of each such Bond certificate shall be registered in the Bond Register in the name of the Nominee as nominee of the Depository. Except as provided in subsection (c) hereof, all of the Outstanding Bonds shall be registered in the Bond Register in the name of the Nominee and the Bonds may be transferred, in whole but not in part, only to the Depository, to a successor Depository or to another nominee of the Depository or of a successor Depository. Each Bond certificate shall bear a legend substantially to the following effect: "UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AS DEFINED IN THE RESOLUTION) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN."

With respect to Bonds registered in the Bond Register in the name of the Nominee, the District shall have no responsibility or obligation to any Participant or to any person on behalf of which such a Participant holds a beneficial interest in the Bonds. Without limiting the immediately preceding sentence, the District shall have no responsibility or obligation with respect to (i) the accuracy of the records of the Depository, the Nominee or any Participant with respect to any beneficial ownership interest in the Bonds, (ii) the delivery to any Participant, beneficial owner or any other person, other than to the Depository, of any notice with respect to the Bonds, including any redemption notice, (iii) the selection by the Depository and the Participants of the beneficial interests in the Bonds to be redeemed in part, or (iv) the payment to any Participant, beneficial owner or any other person, other than through the facilities of the Depository, of any amount with respect to Principal and Accreted Value of, premium, if any, and interest on the Bonds. The District may treat and consider the person in whose name each Bond is registered in the Bond Register as the absolute Owner of such Bond for the purpose of payment of Principal and Accreted Value of, premium, if any, and interest on such Bond, for the purpose of giving Redemption Notices and other notices with respect to such Bond, and for all other purposes whatsoever, including, without limitation, registering transfers with respect to the Bonds.

The Paying Agent shall pay all Principal and Accreted Value of, premium, if any, and interest on the Bonds only to the respective Owners, as shown in the Bond Register, and all such payments shall be valid hereunder with respect to payment of Principal and Accreted Value of, premium, if any, and interest on the Bonds to the extent of the sum or sums so paid. No

person other than a Bond Owner, as shown in the Bond Register, shall receive a Bond evidencing the obligation to make payments of Principal and Accreted Value of, premium, if any, and interest on such Bond, pursuant to this Resolution. Upon delivery by the Depository to the Paying Agent and the District of written notice to the effect that the Depository has determined to substitute a new nominee in place of the Nominee, and subject to the provisions hereof with respect to Record Dates, the word Nominee in this Resolution shall refer to such new nominee of the Depository.

(b) If at any time the Depository notifies the District that it is unwilling or unable to continue as Depository with respect to the Bonds or if at any time the Depository shall no longer be registered or in good standing under the Securities Exchange Act or other applicable statute or regulation and a successor Depository is not appointed by the District within 90 days after the District receives notice or become aware of such condition, as the case may be, subsection (a) hereof shall no longer be applicable and the District shall issue new Bonds representing the Bonds as provided below. In addition, the District may determine at any time that the Bonds shall no longer be represented by book-entry securities and that the provisions of subsection (a) hereof shall no longer apply to the Bonds. In any such event the District shall execute and deliver certificates representing the Bonds as provided below. Bonds issued in exchange for book-entry securities pursuant to this subsection (b) shall be registered in such names and delivered in such denominations as the Depository shall instruct the District. The Paying Agent shall then deliver certificated securities representing the new Bonds to the persons in whose names such Bonds are registered.

If the District determines to replace the Depository with another qualified securities depository, the District shall prepare or cause to be prepared a new fully registered book-entry security for each of the maturities of Bonds, registered in the name of such successor or substitute securities depository or its nominee, or make such other arrangements as are acceptable to the District and such securities depository and not inconsistent with the terms of this Resolution.

(c) Notwithstanding any other provision of this Resolution to the contrary, so long as any Bond is registered in the name of the Nominee, all payments with respect to Principal or Accreted Value, premium, if any, and interest on such Bond and all notices with respect to such Bond shall be made and given, respectively, as provided in the representation letter or as otherwise instructed by the Depository.

(d) The initial Depository under this Resolution shall be DTC. The initial Nominee shall be Cede & Co., as nominee of DTC.

SECTION 14. Execution of the Bonds.

(a) The Bonds shall be executed by the District by the manual or facsimile signature of the President of the Board and the manual or facsimile signature of the Clerk of the Board or by a deputy of either of such officers. In case any one or more of the officers who shall have signed any of the Bonds shall cease to be such officer before the Bonds so signed shall have been issued by the District, such Bonds may, nevertheless, be issued, as herein provided, as if the persons who signed or sealed such Bonds had not ceased to hold such offices. Any of the Bonds

may be signed and sealed by such persons that at the time of the execution of such Bonds shall be duly authorized to hold or shall hold the proper offices in the District, although at the date borne by the Bonds such persons may not have been so authorized or have held such offices.

(b) The Bonds shall bear thereon a certificate of authentication executed manually by the Paying Agent. Only such Bonds as shall bear thereon such certificate of authentication duly executed by the Paying Agent shall be entitled to any right or benefit under this Resolution and no Bond shall be valid or obligatory for any purpose until such certificate of authentication shall have been duly executed by the Paying Agent. Such certificate of the Paying Agent upon any Bond shall be conclusive evidence that the Bond so authorized has been duly authenticated and delivered under this Resolution and that the Owner thereof is entitled to the benefit of this Resolution.

SECTION 15. Transfer and Exchange. The transfer of any Bond may be registered upon surrender of such Bond to the Paying Agent. Such Bond shall be endorsed or accompanied by delivery of the written instrument of transfer shown in Exhibit A hereto, duly executed by the Owner or his duly authorized attorney, and payment of such reasonable transfer fees as the Paying Agent may establish. Upon such registration of transfer, a new Bond or Bonds, of like tenor and maturity in the same Transfer Amount and in Authorized Denominations, will be executed and delivered to the transferee in exchange therefor.

The Paying Agent shall deem and treat the person in whose name any Outstanding Bond shall be registered upon the Bond Register as the absolute Owner of such Bond, whether the Principal, Accreted Value, premium, if any, or interest with respect to such Bond shall be overdue or not, for the purpose of receiving payment of Principal and Accreted Value of, premium, if any, and interest on such Bond and for all other purposes, and any such payments so made to any such Owner or upon his order shall be valid and effective to satisfy and discharge the liability upon such Bond to the extent of the sum or sums so paid, and the District or the Paying Agent shall not be affected by any notice to the contrary.

Bonds may be exchanged at the office of the Paying Agent for Bonds of like tenor, maturity and Transfer Amount. All Bonds surrendered in any such exchange shall thereupon be cancelled by the Paying Agent. The Paying Agent may charge the Owner a reasonable sum for each new Bond executed and delivered upon any exchange (except in the case of the first exchange of any Bond in the form in which it is originally delivered, for which no charge shall be imposed) and the Paying Agent may require the payment by the Owner requesting such exchange of any tax or other governmental charge required to be paid with respect to such exchange.

The Paying Agent shall not be required to register the transfer or exchange of any Bond (i) during the period beginning at the close of business on any Record Date through the close of business on the immediately following Interest Payment Date, or (ii) that has been called or is subject to being called for redemption, during a period beginning at the opening of business 15 days before any selection of Bonds to be redeemed through the close of business on the applicable redemption date, except for the unredeemed portion of any Bond to be redeemed only in part.

SECTION 16. Bonds Mutilated, Destroyed, Stolen or Lost. In case any Bond shall become mutilated, the Paying Agent, at the expense of the Owner, shall deliver a new Bond of like date, interest rate, maturity, Transfer Amount, series and tenor as the Bond so mutilated in exchange and substitution for such mutilated Bond, upon surrender and cancellation thereof. All Bonds so surrendered shall be cancelled. If any Bond shall be destroyed, stolen or lost, evidence of such destruction, theft or loss may be submitted to the Paying Agent and if such evidence is satisfactory to the Paying Agent that such Bond has been destroyed, stolen or lost, and upon furnishing the Paying Agent with an indemnity satisfactory to the Paying Agent and complying with such other reasonable regulations as the Paying Agent may prescribe and paying such expenses as the Paying Agent may incur, the Paying Agent shall, at the expense of the Owner, execute and deliver a new Bond of like date, interest rate, maturity, Transfer Amount and tenor in lieu of and in substitution for the Bond so destroyed, stolen or lost. Any new Bonds issued pursuant to this Section 16 in substitution for Bonds alleged to be destroyed, stolen or lost shall constitute valid contractual obligations on the part of the District and shall be equally secured by and entitled to equal and proportionate benefits with all other Bonds issued under this Resolution in any moneys or securities held by the Paying Agent for the benefit of the Owners of the Bonds.

SECTION 17. Bond Register. The Paying Agent shall keep or cause to be kept at its office sufficient books for the registration and registration of transfer of the Bonds. Upon presentation for registration of transfer, the Paying Agent shall, as above provided and under such reasonable regulations as it may prescribe subject to the provisions hereof, register or register the transfer of the Bonds, or cause the same to be registered or cause the registration of the same to be transferred, on such books.

SECTION 18. Unclaimed Money. All money which the Paying Agent shall have received from any source and set aside for the purpose of paying or redeeming any of the Bonds shall be held in trust for the respective Owners of such Bonds, but any money which shall be so set aside or deposited by the Paying Agent and which shall remain unclaimed by the Owners of such Bonds for a period of one year after the date on which any payment or redemption with respect to such Bonds shall have become due and payable shall be transferred to the general fund of the District; provided, however, that the Paying Agent, before making such payment, shall cause notice to be mailed to the Owners of such Bonds, by first class mail, postage prepaid after a date in said notice, which date shall not be less than 90 days prior to the date of such payment, to the effect that said money has not been claimed and that after a date named therein, any unclaimed balance of said money then remaining will be transferred to the general fund of the District. Thereafter, the Owners of such Bonds shall look only to the general fund of the District for payment of such Bonds.

SECTION 19. Application of Proceeds. Upon the sale of the Bonds, the proceeds, or a portion of the proceeds, of the Bonds shall be deposited in the County treasury and credited to the building fund of the District and designated as the "Centinela Valley Union High School District General Obligation Bonds, 2010 Election, 2011 Series A, Building Fund" (the "2010 Building Fund") which shall be administered by the County Treasurer for the account of the District and which shall be kept separate and apart from all other accounts held hereunder. The District shall, from time to time, disburse amounts from the 2010 Building Fund to pay the Project Costs. Amounts in the 2010 Building Fund shall be invested so as to be available for the

aforementioned disbursements. The District shall keep a written record of disbursements from the 2010 Building Fund.

Any amounts that remain in the 2010 Building Fund at the completion of the Projects shall be transferred to the 2010 Debt Service Fund to be used to pay the Principal and Accreted Value of, premium, if any, and interest on the Bonds, subject to any conditions set forth in the Tax Certificate.

SECTION 20. Payment and Security for the Bonds. The Board shall annually at the time of making the levy of taxes for County purposes, levy a continuing direct *ad valorem* tax for the Fiscal Year upon the taxable property in the District in an amount at least sufficient, together with moneys on deposit in the 2010 Debt Service Fund (as defined below) and available for such purpose, to pay the Principal and Accreted Value of, premium, if any, and interest on each Bond as each becomes due and payable in the next succeeding Bond Year. The tax levy may include an allowance for an annual reserve, established for the purpose of avoiding fluctuating tax levies. The District hereby pledges as security for the Bonds and the interest thereon, and shall deposit or cause to be deposited in the 2010 Debt Service Fund (as defined below), the proceeds from the levy of the aforementioned *ad valorem* tax which the County receives (the "Pledged Moneys"). The Pledged Moneys shall be used to pay the Principal and Accreted Value of, premium, if any, and interest on the Bonds when and as the same shall become due and payable. The Bonds are the general obligations of the District and do not constitute an obligation of the County. No part of any fund or account of the County (except funds or accounts held on behalf of the District) is pledged or obligated to the payment of the Principal and Accreted Value of, premium, if any, and interest on the Bonds.

SECTION 21. Debt Service Fund.

(a) The District shall deposit or cause to be deposited any accrued interest and any original issue premium received by the District from the sale of the Bonds in the fund established for the account of the District and designated as the "Centinela Valley Union High School District General Obligation Bonds, 2010 Election, 2011 Series A, Debt Service Fund" (the "2010 Debt Service Fund") to be administered by the County and used only for the payment of the Principal and Accreted Value of, premium, if any, and interest on the Bonds.

(b) All Pledged Moneys shall be deposited upon collection by the County into the 2010 Debt Service Fund and used for the payment of the Principal and Accreted Value of, premium, if any, and interest on the Bonds.

(c) The District shall transfer or cause to be transferred from the 2010 Debt Service Fund to the Paying Agent, an amount, in immediately available funds, sufficient to pay all the Principal and Accreted Value, premium, if any, and interest (collectively, the "Debt Service") on such Interest Payment Date. Debt Service on the Bonds shall be paid by the Paying Agent in the manner provided by law for the payment of the Debt Service.

(d) Any amounts on deposit in the 2010 Debt Service Fund when there are no longer any Bonds Outstanding shall be transferred to the general fund of the District.

SECTION 22. Establishment and Application of Excess Earnings Fund. The District shall establish a special fund designated as the "Centinela Valley Union High School District General Obligation Bonds, Election of 2010 Excess Earnings Fund" (the "2010 Excess Earnings Fund") which shall be administered by the County Treasurer for the account of the District and which shall be kept separate and apart from all other funds and accounts held hereunder. The District shall deposit, or cause to be deposited, moneys to the 2010 Excess Earnings Fund in accordance with the provisions of the Tax Certificate. Amounts on deposit in the 2010 Excess Earnings Fund shall only be applied to payments made to the United States of America or otherwise transferred to other accounts or funds established hereunder in accordance with the Tax Certificate.

SECTION 23. Payments of Costs of Issuance. The District may pay, or cause to be paid, Costs of Issuance using funds of the District or proceeds of the Bonds.

SECTION 24. Establishment of Additional Funds and Accounts. If at any time it is deemed necessary or desirable by the District, the County Treasurer may establish additional funds under this Resolution and/or accounts within any of the funds or accounts established hereunder.

SECTION 25. Redemption. The Bonds shall be subject to redemption as provided herein and in the Contract of Purchase. With respect to Bonds designated as "Term Bonds", if any, in the Contract of Purchase, the Principal Amount or Accreted Value of each mandatory sinking fund payment of any maturity shall be reduced proportionately by the amount of any Bonds of that maturity optionally redeemed prior to the mandatory sinking fund payment date and allocated by the District to such sinking fund payment or as otherwise provided for in the Contract of Purchase or as directed by the District.

SECTION 26. Selection of Bonds for Redemption. Whenever provision is made in this Resolution or in the Contract of Purchase for the redemption of the Bonds and less than all Outstanding Bonds are to be redeemed, the Paying Agent, upon written instruction from the District given at least 45 days prior to the date designated for such redemption, shall select Bonds for redemption in such order as the District may direct, or, in the absence of such direction, in inverse order of maturity within a series. Within a maturity, the Paying Agent shall select Bonds for redemption by lot; provided, however, that the Paying Agent shall select Bonds to be redeemed on the basis of a *pro rata* pass-through distribution of principal in accordance with DTC procedures and provided that, so long as the Bonds are held in book-entry form, the selection for redemption of such Bonds shall be made in accordance with the operational arrangements of DTC then in effect and, if the DTC operational arrangements do not allow for redemption on the basis of a *pro rata* pass-through distribution of principal, the Bonds will be selected for redemption in accordance with DTC procedures, by lot. The portion of any Bond to be redeemed in part shall be in an Authorized Denomination.

It is the District's intent that redemption allocations made by DTC be made on the basis of a *pro rata* pass-through distribution of principal as described in this Section; however, the District is not a Direct or Indirect Participant in DTC and can provide no assurance to Owners that DTC will amend its operational arrangements to provide for such distribution.

SECTION 27. Notice of Redemption. When redemption is authorized or required pursuant to this Resolution or the Contract of Purchase, the Paying Agent, upon written instruction from the District given at least 45 days prior to the date designated for such redemption, shall give notice (a "Redemption Notice") of the redemption of the Bonds. Such Redemption Notice shall specify: (a) the Bonds or designated portions thereof (in the case of redemption of the Bonds in part but not in whole) which are to be redeemed, (b) the date of redemption, (c) the place or places where the redemption will be made, including the name and address of the Paying Agent, (d) the redemption price or Accreted Value, (e) the CUSIP numbers (if any) assigned to the Bonds to be redeemed, (f) the Bond numbers of the Bonds to be redeemed in whole or in part and, in the case of any Bond to be redeemed in part only, the Principal Amount or Accreted Value, as appropriate, of such Bond to be redeemed, and (g) the original issue date, interest rate or accretion rate and stated maturity date of each Bond to be redeemed in whole or in part. Such Redemption Notice shall further state that on the specified date there shall become due and payable upon each Bond or portion thereof being redeemed the redemption price, together with the interest accrued to the redemption date and that from and after such date interest with respect thereto shall cease to accrue or accrete and be payable.

The Paying Agent shall take the following actions with respect to such Redemption Notice:

(a) At least 30 but not more than 45 days prior to the redemption date, such Redemption Notice shall be given to the respective Owners of Bonds designated for redemption by first class mail, postage prepaid, at their addresses appearing on the Bond Register.

(b) In the event that the Bonds shall no longer be held in book-entry only form, at least two days before the date of the notice required by clause (a) of this Section, such Redemption Notice shall be given by (i) first class mail, postage prepaid, (ii) telephonically confirmed facsimile transmission, or (iii) overnight delivery service, to each of the Securities Depositories.

(c) In the event that the Bonds shall no longer be held in book-entry only form, at least two days before the date of notice required by clause (a) of this Section, such Redemption Notice shall be given by (i) first class mail, postage prepaid, or (ii) overnight delivery service, to one of the Information Services.

Neither failure to receive any Redemption Notice nor any defect in any such Redemption Notice so given shall affect the sufficiency of the proceedings for the redemption of the affected Bonds. Each check issued or other transfer of funds made by the Paying Agent for the purpose of redeeming Bonds shall bear the CUSIP number identifying, by series and maturity, the Bonds being redeemed with the proceeds of such check or other transfer.

SECTION 28. Partial Redemption of Bonds. Upon the surrender of any Bond redeemed in part only, the Paying Agent shall execute and deliver to the Owner thereof a new Bond or Bonds of like tenor and maturity and of Authorized Denominations equal in Transfer Amounts to the unredeemed portion of the Bond surrendered. Such partial redemption shall be valid upon payment of the amount required to be paid to such Owner, and the District shall be released and discharged thereupon from all liability to the extent of such payment.

SECTION 29. Conditional Notice of Redemption. Any notice of optional redemption of the Bonds delivered in accordance with this Resolution may be conditional and if any condition stated in the notice of redemption shall not have been satisfied on or prior to the redemption date, said notice (i) shall be of no force and effect, (ii) the District shall not be required to redeem such Bonds, (iii) the redemption shall not be made and (iv) the Paying Agent shall within a reasonable time thereafter give notice to the persons and in the manner in which the conditional notice of redemption was given, that such condition or conditions were not met and that the redemption was cancelled.

The District may rescind any optional redemption and notice thereof for any reason on any date prior to or on the date fixed for redemption by causing written notice of the rescission to be given to the Owners of the Bonds so called for redemption. Notice of rescission of redemption shall be given in the same manner in which notice of redemption was originally given. The actual receipt by the Owner of any Bond of notice of such rescission shall not be a condition precedent to rescission, and failure to receive such notice or any defect in such notice shall not affect the validity of the rescission.

SECTION 30. Effect of Notice of Redemption. Notice having been given as aforesaid, and the moneys for the redemption (including the interest to the applicable date of redemption) having been set aside for the payment of their redemption price, the Bonds to be redeemed shall become due and payable on such date of redemption.

If on such redemption date, money for the redemption of all the Bonds to be redeemed as provided in Section 25 hereof, together with interest to such redemption date, shall be held by the Paying Agent so as to be available therefor on such redemption date, and if notice of redemption thereof shall have been given as aforesaid, then from and after such redemption date, interest with respect to the Bonds to be redeemed shall cease to accrue and become payable. All money held by or on behalf of the Paying Agent for the redemption of Bonds shall be held in trust for the account of the Owners of the Bonds so to be redeemed.

All Bonds paid at maturity or redeemed prior to maturity pursuant to the provisions of Sections 25, 26, 27 and 28 shall be cancelled upon surrender thereof and delivered to or upon the order of the District. All or any portion of a Bond purchased by the District shall be cancelled by the Paying Agent upon written notice by the District given to the Paying Agent.

SECTION 31. Paying Agent, Appointment and Acceptance of Duties.

(a) The Board hereby appoints U.S. Bank National Association, to provide Paying Agent services for the Bonds under this Resolution. All fees and expenses incurred for services of the Paying Agent shall be the sole responsibility of the District. The Paying Agent shall have a corporate trust office in Los Angeles, California.

(b) Unless otherwise provided, the office of the Paying Agent designated by the Paying Agent shall be the place for the payment of Debt Service on the Bonds.

SECTION 32. Liability of Paying Agent. The Paying Agent makes no representations as to the validity or sufficiency of this Resolution or of any Bonds issued

hereunder or as to the security afforded by this Resolution, and the Paying Agent shall incur no liability in respect hereof or thereof.

SECTION 33. Evidence on Which Paying Agent May Act. The Paying Agent, upon receipt of any notice, resolution, request, consent, order, certificate, report, opinion, bond, or other paper or document furnished to it pursuant to any provision of this Resolution, shall examine such instrument to determine whether it conforms to the requirements of this Resolution and shall be protected in acting upon any such instrument believed by it to be genuine and to have been signed or presented by the proper party or parties. The Paying Agent may consult with counsel, who may or may not be counsel to the District, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this Resolution in good faith and in accordance therewith.

SECTION 34. Compensation. The District shall pay to the Paying Agent from time to time reasonable compensation for all services rendered under this Resolution, and also all reasonable expenses, charges, counsel fees and other disbursements, including those of its attorneys, agents, and employees, incurred in and about the performance of their powers and duties under this Resolution.

SECTION 35. Ownership of Bonds Permitted. The Paying Agent or the Representative may become the Owner of any of the respective series of Bonds.

SECTION 36. Resignation or Removal of Paying Agent and Appointment of Successor.

(a) The Paying Agent initially appointed hereunder may resign from service as Paying Agent and in that event, the District may select a replacement third party to perform the services of Paying Agent. Without further action by the District, if at any time the Paying Agent shall resign or be removed, the District may appoint a successor Paying Agent, which shall be a bank or trust company doing business in and having a corporate trust office in Los Angeles, California, with at least \$100,000,000 in net assets. The Paying Agent shall keep accurate records of all funds administered by it and of all Bonds paid and discharged by it. Such records shall be provided, upon reasonable request, to the District in a format mutually agreeable to the Paying Agent and the District. Such successor Paying Agent shall signify the acceptance of its duties and obligations hereunder by executing and delivering to the District, a written acceptance thereof. Resignation or removal of the Paying Agent shall be effective upon appointment and acceptance of a successor Paying Agent.

(b) In the event of the resignation or removal of the Paying Agent, such Paying Agent shall pay over, assign and deliver any moneys held by it as Paying Agent to its successor.

SECTION 37. Investment of Certain Funds. Moneys held in all funds and accounts established hereunder shall be invested and reinvested in Authorized Investments to the fullest extent practicable as shall be necessary to provide moneys when needed for payments to be made from such funds or accounts. Nothing in this Resolution shall prevent any investment securities acquired as investments of funds held hereunder from being issued or held in book-

entry form on the books of the Department of the Treasury of the United States. All investment earnings on amounts on deposit in the 2010 Building Fund, the 2010 Excess Earnings Fund and the 2010 Debt Service Fund shall remain on deposit in such funds.

SECTION 38. Valuation and Sale of Investments. Obligations purchased as an investment of moneys in any fund or account shall be deemed at all times to be a part of such fund or account. Profits or losses attributable to any fund or account shall be credited or charged to such fund or account. In computing the amount in any fund or account created under the provisions of this Resolution for any purpose provided in this Resolution, obligations purchased as an investment of moneys therein shall be valued at cost, plus, where applicable, accrued interest.

SECTION 39. Supplemental Resolutions With Consent of Owners. This Resolution, and the rights and obligations of the District and of the Owners of the Bonds issued hereunder, may be modified or amended at any time by a Supplemental Resolution adopted by the District with the written consent of Owners owning at least 60% in aggregate Bond Obligation of the Outstanding Bonds, exclusive of Bonds, if any, owned by the District; provided, however, that if a bond insurance policy respecting the Bonds is in effect, and provided that the bond insurer, if any, complies with its obligations thereunder, the bond insurer shall be deemed to be the sole Owner of the Bonds for purposes of this sentence. Notwithstanding the foregoing, no such modification or amendment shall, without the express consent of the Owner of each Bond affected, reduce the Principal Amount or Maturity Amount of any Bond, reduce the interest rate payable thereon, advance the earliest redemption date thereof, extend its maturity or the times for paying interest thereon or change the monetary medium in which Principal and interest is payable, nor shall any modification or amendment reduce the percentage of consents required for amendment or modification thereof or hereof. No such Supplemental Resolution shall change or modify any of the rights or obligations of any Paying Agent without its written assent thereto. Notwithstanding anything herein to the contrary, no such consent shall be required if the Owners are not directly and adversely affected by such amendment or modification.

SECTION 40. Supplemental Resolutions Effective Without Consent of Owners. For any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution may be adopted, which, without the requirement of consent of the Owners, shall be fully effective in accordance with its terms:

- (a) To add to the covenants and agreements of the District in this Resolution, other covenants and agreements to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;
- (b) To add to the limitations and restrictions in this Resolution, other limitations and restrictions to be observed by the District which are not contrary to or inconsistent with this Resolution as theretofore in effect;
- (c) To confirm as further assurance, any pledge under, and the subjection to any lien or pledge created or to be created by this Resolution, of any moneys, securities or funds, or to establish any additional funds, or accounts to be held under this Resolution;

(d) To cure any ambiguity, supply any omission, or cure to correct any defect or inconsistent provision in this Resolution; or

(e) To amend or supplement this Resolution in any other respect, provided such Supplemental Resolution does not, in the opinion of nationally recognized bond counsel, adversely affect the interests of the Owners.

SECTION 41. Effect of Supplemental Resolution. Any act done pursuant to a modification or amendment so consented to shall be binding upon the Owners of all the Bonds and shall not be deemed an infringement of any of the provisions of this Resolution, whatever the character of such act may be, and may be done and performed as fully and freely as if expressly permitted by the terms of this Resolution, and after consent relating to such specified matters has been given, no Owner shall have any right or interest to object to such action or in any manner to question the propriety thereof or to enjoin or restrain the District or any officer or agent of either from taking any action pursuant thereto.

SECTION 42. Defeasance. All Outstanding Bonds shall be paid and discharged in any one or more of the following ways:

(a) by paying or causing to be paid the Debt Service on all Bonds Outstanding, as and when the same become due and payable;

(b) by depositing with the Paying Agent, in trust, at or before maturity, cash which, together with the amounts then on deposit in the 2010 Debt Service Fund plus the interest to accrue thereon without the need for further investment, is fully sufficient to pay all Bonds Outstanding on their redemption date or at maturity thereof, including any premium and all interest thereon, notwithstanding that any Bonds shall not have been surrendered for payment; or

(c) by depositing with an institution to act as escrow agent selected by the District and which meets the requirements of serving as Paying Agent pursuant to Section 31, in trust, Defeasance Securities, in such amount as will, together with the interest to accrue thereon without the need for further investment, be fully sufficient, in the opinion of a verification agent, to pay and discharge all Bonds Outstanding at maturity thereof, including any premium and all interest thereon, notwithstanding that any Bonds shall not have been surrendered for payment; then all obligations of the District and the Paying Agent under this Resolution with respect to all Outstanding Bonds shall cease and terminate, except only the obligation of the Paying Agent to pay or cause to be paid to the Owners of the Bonds all sums due thereon, and the obligation of the District to pay to the Paying Agent amounts owing to the Paying Agent under Section 34 hereof.

SECTION 43. Tax Covenants.

(a) The District shall not take any action, or fail to take any action, or permit any action to be taken on its behalf or cause or permit any circumstances within its control to arise or continue, if such action or inaction would adversely affect the exclusion from gross income of the interest payable on the Bonds under Section 103 of the Code. In furtherance of the foregoing, the District shall comply with the provisions of the Tax Certificate.

(b) Notwithstanding any provision of this Section, if the District shall provide to the County Treasurer an Opinion of Bond Counsel that any specified action required under this Section is no longer required or that some further or different action is required to maintain the exclusion from federal income tax of interest on the Bonds, the County Treasurer may conclusively rely on such opinion in complying with the requirements of this Section and of the Tax Certificate and the covenants hereunder shall be deemed to be modified to that extent.

SECTION 44. Bond Insurance. All, one or more series or a portion of the Bonds may be sold with bond insurance or other form of credit enhancement, if the District, in consultation with the Representative and the District's financial advisor, determines that the savings to the District resulting from the purchase of such bond insurance exceeds the cost thereof.

SECTION 45. Notice to California Debt and Investment Advisory Commission. This Board hereby authorizes and directs the Authorized Officers to cause notices of the proposed sale and final sale and itemized costs of issuance of the Bonds to be filed in a timely manner with the California Debt and Investment Advisory Commission pursuant to California Government Code Section 8855.

SECTION 46. Citizen's Oversight Committee. This Board certifies that it has established and appointed and shall maintain an independent citizens' oversight committee pursuant to Section 15278 of the Education Code, to inform the public concerning the expenditure of proceeds of the Bonds by the date specified in such Section 15278.

SECTION 47. Bond Accountability Measures. This Board certifies that it will conduct an annual, independent performance and financial audit to ensure that the funds approved by the voters have been expended only for the purposes authorized by Measure CV (2010) in accordance with Section 1(b) of Article XIII A of the California Constitution and Section 15264 et seq. of the Education Code. This Board of Education further certifies it will direct the Superintendent to cause to be filed with the Board no later than January 1, 2012, and at least once a year thereafter, the annual report required pursuant to Measure CV (2010), and Section 53410 et seq. of the State Government Code.

SECTION 48. Filing with the County. Pursuant to Section 15140(c) of the Education Code of the State, the Clerk of this Board is hereby authorized and directed to file a certified copy of this Resolution with the Executive Officer-Clerk of the Board of Supervisors of the County and with the Auditor-Controller of the County. This Board hereby directs the Superintendent of the District to request the Board of Supervisors of the County to levy annually *ad valorem* taxes upon all property subject to taxation by the District, without limitation as to rate or amount (except as to certain personal property which is taxable at limited rates), for the payment of the Debt Service on the Bonds as and when the same become due.

SECTION 49. Appointment of Financial Advisor, Co-Bond Counsel, Disclosure Counsel and Underwriters. In connection with the District's issuance and sale of the Bonds, the Superintendent or his designee is hereby authorized to enter into agreements for Financial Advisor, Co-Bond Counsel, Disclosure Counsel, Underwriters and other professional services on behalf of the District as may be necessary or appropriate. Co-Bond Counsel to the District in

connection with the issuance of the Bonds shall be Hawkins Delafield & Wood LLP and Luna & Glushon, Disclosure Counsel to the District in connection with the issuance of the Bonds shall be Hawkins Delafield & Wood LLP. Keygent LLC shall be the Financial Advisor to the District in connection with the issuance of the Bonds. The Underwriters in connection with the sale of the Bonds shall be Piper Jaffray & Co. and Cabrera Capital Markets and Piper Jaffray & Co. shall serve as the Representative of the Underwriters.

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APPROVED by the Board of Education of the Centinela Valley Union High School District at a regularly scheduled meeting conducted on this 24th day of May, 2011 by the following vote:

| | |
|----------|---|
| AYES: | 3 |
| NOES: | 1 |
| ABSENT: | 0 |
| ABSTAIN: | 1 |

By 
Clerk of the Board of Education

EXHIBIT A-1

FORM OF CURRENT INTEREST BOND

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AS DEFINED IN THE RESOLUTION) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

CENTINELA VALLEY HIGH SCHOOL DISTRICT
(COUNTY OF LOS ANGELES)
GENERAL OBLIGATION BONDS
2010 ELECTION, 2011 SERIES A

Interest Rate: _____ Maturity Date: _____ Dated Date: _____ CUSIP: _____
_____% _____ 1, 20_____, 2011

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: \$ _____

The Centinela Valley Union High School District (the "District") of the County of Los Angeles, State of California, for value received, hereby acknowledges itself indebted and promises to pay to the Registered Owner set forth above the Principal Amount set forth above, on the Maturity Date set forth above, together with interest thereon from the Dated Date set forth above until the Principal Amount hereof shall have been paid or provided for, in accordance with the Resolution hereinafter referred to, at the interest rate set forth above. Interest on this Bond is payable on February 1, 2012 and semiannually thereafter on the first day of February and August (each, an "Interest Payment Date") in each year to the Registered Owner hereof from the Interest Payment Date next preceding the date on which this Bond is registered (unless it is registered after the close of business on the fifteenth calendar day of the month preceding any Interest Payment Date (a "Record Date") and before the close of business on the immediately following Interest Payment Date, in which event it shall bear interest from such following Interest Payment Date, or unless this Bond is registered prior to the close of business on January 15, 2012, in which event it shall bear interest from its Dated Date; provided, however, that if at the time of registration of this Bond interest with respect hereto is in default, interest with respect hereto shall be payable from the Interest Payment Date to which interest has previously been paid or made available for payment). Interest on this Bond shall be computed using a year of 360 days, comprised of twelve 30-day months. The Principal Amount hereof is payable at the office of U.S. Bank National Association, as paying agent (the "Paying Agent"), in Los Angeles, California. The interest hereon is payable by check or draft mailed by first class mail to each

registered owner, at his address as it appears on the registration books kept by the Paying Agent as of the Record Date.

The Bonds of this issue are comprised of \$_____ Principal Amount of Current Interest Bonds, of which this Bond is a part (a "Current Interest Bond"), \$_____ Principal Amount of Capital Appreciation Bonds and \$_____ Principal Amount of Convertible CABs. This Bond is issued and authorized by the District under and in accordance with the provisions of (i) Section 53506 *et seq.* of the Government Code of the State of California, as amended (the "Act") and (ii) Article XIII A of the California Constitution, and pursuant to a resolution adopted by the Board of Education of the District on May 24, 2011, (the "Resolution"). Reference is hereby made to the Resolution, a copy of which is on file at the office of the District, for a description of the terms on which the Bonds are delivered, and the rights thereunder of the registered owners of the Bonds and the rights and duties of the Paying Agent and the District, to all of the provisions of which the registered owner of this Bond, by acceptance hereof, assents and agrees. All capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Resolution. The Bonds were authorized by a vote of more than fifty-five percent (55%) of the qualified electors of the District voting on the proposition at an election held therein to determine whether such Bonds should be issued.

This Bond is a general obligation of the District, payable as to both Principal and interest from *ad valorem* taxes, which, under the laws now in force, may be levied without limitation as to rate or amount upon all of the taxable property in the District. Neither the payment of the Principal of this Bond, or any part thereof, nor any interest or premium hereon constitute a debt, liability or obligation of the County of Los Angeles.

This Bond is issued in fully registered form and is nonnegotiable. Registration of this Bond is transferable by the Registered Owner hereof, in person or by his attorney duly authorized in writing, at the aforesaid offices of the Paying Agent, but only in the manner, subject to the limitations, and upon payment of the charges, provided in the Resolution and upon surrender and cancellation of this Bond. Upon such registration of transfer, a new Bond or Bonds, of like tenor and maturity in the same Transfer Amount and in Authorized Denominations will be issued to the transferee in exchange herefor. The District and the Paying Agent may treat the Registered Owner hereof as the absolute owner hereof for all purposes, whether or not this Bond shall be overdue, and shall not be affected by any notice to the contrary.

The Current Interest Bonds are subject to redemption pursuant to the Resolution. The rights and obligations of the District and of the owners of the Bonds may be modified or amended at any time in accordance with the Resolution.

If this Bond is called for redemption and the Principal Amount of this Bond plus premium, if any, and accrued interest due with respect hereto are duly provided therefor as specified in the Resolution, then interest shall cease to accrue with respect hereto from and after the date fixed for redemption.

This Bond shall not become valid or obligatory for any purpose until the Certificate of Authentication hereon endorsed shall have been dated and executed manually by the Paying Agent.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the Bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the Bonds; and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal and interest when due.

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IN WITNESS WHEREOF, the Centinela Valley Union High School District has caused this Bond to be executed and in their official capacities by the manual or facsimile signature of the President of the Board of Education of the Centinela Valley Union High School District and to be countersigned by the manual or facsimile signature of the Clerk of the Board of Education of the Centinela Valley Union High School District.

CENTINELA VALLEY UNION HIGH SCHOOL
DISTRICT

By: _____
President of the Board of Education

Countersigned:

By: _____
Clerk of the Board of Education

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds described in the within-mentioned Resolution of the Board of Education of the Centinela Valley Union High School District.

DATED: _____, 2011

By: U.S. BANK NATIONAL
ASSOCIATION, as Paying Agent

By: _____
Authorized Officer

FORM OF ASSIGNMENT

FOR VALUE RECEIVED, the undersigned registered owner hereby sells, assigns and transfers unto

Name of Transferee: _____

Address for Payment of Interest: _____

Social Security Number or other Tax Identification No.:

the within-mentioned Bond and hereby irrevocably constitutes and appoints attorney, to transfer the same on the books of the Paying Agent with full power of substitution in the premises.

Registered Owner

Dated:

NOTICE: The signature on this Assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature _____
guaranteed

[Bank, Trust Company or Firm]

By _____
Authorized Officer

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

EXHIBIT A-2

FORM OF CAPITAL APPRECIATION BOND

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AS DEFINED IN THE RESOLUTION) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

CENTINELA VALLEY UNION HIGH SCHOOL DISTRICT
(COUNTY OF LOS ANGELES)
GENERAL OBLIGATION BOND
2010 ELECTION, 2011 SERIES A

Accretion Rate: Maturity Date: Dated Date: CUSIP:
_____ % _____ 1, 20____ _____, 2011

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: \$ _____

MATURITY AMOUNT: \$ _____

The Centinela Valley Union High School District of the County of Los Angeles (the "District"), State of California, for value received, hereby acknowledges itself indebted and promises to pay to the Registered Owner set forth above the Maturity Amount set forth above, on the Maturity Date set forth above. Interest on this Bond with respect to the Principal Amount hereof will accrue at the Accretion Rate per annum shown above from the Dated Date shown above and will accrete and be compounded semiannually on February 1 and August 1 of each year until maturity, computed using a year of 360 days comprised of twelve 30-day months and shall be payable only at maturity or earlier redemption ("Interest Payment Date") as part of the Maturity Amount or the Accreted Value. The Maturity Amount or Accreted Value hereof is payable at the office of U.S. Bank National Association, as initial paying agent (the "Paying Agent"), in Los Angeles, California.

The Bonds of this issue are comprised of \$ _____ of Principal Amount of Capital Appreciation Bonds of which this Bond is a part (a "Capital Appreciation Bond"), \$ _____ Principal Amount of Current Interest Bonds and \$ _____ Principal Amount of Convertible CABs. This Bond is issued and authorized by the District under and in accordance with the provisions of (i) Section 53506 *et seq.* of the Government Code of the State of California, as amended (the "Act") and (ii) Article XIII A of the California Constitution, and

pursuant to a resolution adopted by the Board of Education of the District on May 24, 2011, (the "Resolution"). Reference is hereby made to the Resolution, a copy of which is on file at the office of the District, for a description of the terms on which the Bonds are delivered, and the rights thereunder of the registered owners of the Bonds and the rights and duties of the Paying Agent and the District, to all of the provisions of which the registered owner of this Bond, by acceptance hereof, assents and agrees. All capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Resolution. The Bonds were authorized by a vote of more than fifty-five percent (55%) of the qualified electors of the District voting on the proposition at an election held therein to determine whether such Bonds should be issued.

This Bond is a general obligation of the District, payable as to Maturity Amount from *ad valorem* taxes that under the laws now in force, may be levied without limitation as to rate or amount upon all of the taxable property in the District. Neither the payment of the Accreted Value of this Bond, or any part hereof, nor any premium hereon constitute a debt, liability or obligation of the County of Los Angeles.

This Bond is issued in fully registered form and is nonnegotiable. Registration of this Bond is transferable by the registered owner hereof, in person or by his attorney duly authorized in writing, at the aforesaid offices of the Paying Agent, but only in the manner, subject to the limitations, and upon payment of the charges, provided in the Resolution and upon surrender and cancellation of this Bond. Upon such registration of transfer, a new Bond or Bonds, of like tenor and maturity in the same Transfer Amount and in Authorized Denominations will be issued to the transferee in exchange herefor. The District and the Paying Agent may treat the Registered Owner hereof as the absolute owner hereof for all purposes, whether or not this Bond shall be overdue, and shall not be affected by any notice to the contrary.

[The Capital Appreciation Bonds are subject to redemption pursuant to the Resolution.][The Capital Appreciation Bonds are not subject to redemption prior to their stated maturity dates.] The rights and obligations of the District and of the owners of the Bonds may be modified or amended at any time in accordance with the Resolution.

This Bond shall not become valid or obligatory for any purpose until the Certificate of Authentication hereon endorsed shall have been dated and executed manually by the Paying Agent.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the Bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the Bonds; and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal, Accreted Value and interest when due.

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IN WITNESS WHEREOF, the Centinela Valley Union High School District has caused this Bond to be executed and in their official capacities by the manual or facsimile signature of the President of the Board of Education of the Centinela Valley Union High School District and to be countersigned by the manual or facsimile signature of the Clerk of the Board of Education of the Centinela Valley Union High School District.

CENTINELA VALLEY UNION HIGH SCHOOL
DISTRICT

By: _____
President of the Board of Education

Countersigned:

By: _____
Clerk of the Board of Education

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds described in the within-mentioned Resolution of the Board of Education of the Centinela Valley Union High School District.

DATED: _____, 2011

By: U.S. BANK NATIONAL
ASSOCIATION, as Paying Agent

By: _____
Authorized Officer

FORM OF ASSIGNMENT

FOR VALUE RECEIVED, the undersigned registered owner hereby sells, assigns and transfers unto

Name of Transferee: _____

Address for Payment of Interest: _____

Social Security Number or other Tax Identification No.: _____

the within-mentioned Bond and hereby irrevocably constitutes and appoints attorney, to transfer the same on the books of the Paying Agent with full power of substitution in the premises.

Registered Owner

Dated:

NOTICE: The signature on this Assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature _____
guaranteed

[Bank, Trust Company or Firm]

By _____
Authorized Officer

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

EXHIBIT A-3

FORM OF CONVERTIBLE CAB

UNLESS THIS BOND IS PRESENTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AS DEFINED IN THE RESOLUTION) TO THE BOND REGISTRAR FOR REGISTRATION OF TRANSFER, EXCHANGE, OR PAYMENT, AND ANY BOND ISSUED IS REGISTERED IN THE NAME OF CEDE & CO. OR IN SUCH OTHER NAME AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY (AND ANY PAYMENT IS MADE TO CEDE & CO. OR TO SUCH OTHER ENTITY AS IS REQUESTED BY AN AUTHORIZED REPRESENTATIVE OF THE DEPOSITORY), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL INASMUCH AS THE REGISTERED OWNER HEREOF, CEDE & CO., HAS AN INTEREST HEREIN.

REGISTERED
No. _____

REGISTERED
\$ _____

CENTINELA VALLEY UNION HIGH SCHOOL DISTRICT
(COUNTY OF LOS ANGELES)
GENERAL OBLIGATION BONDS, 2010 ELECTION, 2011 SERIES A

| | | | | | |
|---|---|--------------------|------------------|---------------|-------|
| Reoffering Yield: through Conversion Date | Interest Rate after the Conversion Date | Conversion Date | Maturity Date | Dated Date | CUSIP |
| _____ % | _____ % | _____ | _____ 1, 20__ | _____ | _____ |

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: \$ _____

CONVERSION VALUE: \$ _____

The Centinela Valley Union High School District (the "District") in the County of Los Angeles (the "County"), California, for value received, promises to pay to the Registered Owner named above, or registered assigns, the Conversion Value on the Maturity Date, each as stated above, such Conversion Value comprising the Principal Amount and interest accreted thereon. This Bond will not bear current interest but will accrete interest from the Dated Date set forth above, compounded on each February 1 and August 1, commencing February 1, 2012 at the Reoffering Yield specified above to the Conversion Date set forth above, assuming that in any such semiannual period the sum of such compounded accreted interest and the Denomination Amount (such sum being herein called the "Accreted Value") increases in equal daily amounts on the basis of a 360-day year consisting of twelve 30-day months. After the Conversion Date, the District, for value received, promises to pay to the Registered Owner named above, interest on the Accreted Value as of the Conversion Date (the "Conversion Value") until the Conversion Value is paid or provided for at the Interest Rate stated above, on February 1 and August 1 of each year (the "Bond Payment Dates"), commencing on the first anniversary of the Conversion

Date. This Bond will bear interest from the Bond Payment Date next preceding the date of authentication hereof unless it is authenticated as of a day during the period from the 15th day of the month next preceding any Bond Payment Date to the Bond Payment date, inclusive, in which event it shall bear interest from such Bond Payment Date, or unless it is authenticated on or before January 15, 2012, in which event it will bear interest from the Date of Delivery. Principal (*i.e.*, Conversion Value) and interest are payable in lawful money of the United States of America, without deduction for the paying agent services, to the person in whose name this Bond (or, if applicable, one or more predecessor Bonds) is registered (the "Registered Owner") on the register maintained by U.S. Bank National Association, as initial paying agent, in Los Angeles, California, paying agent, registrar and transfer agent of the District (herein called the "Paying Agent"), including its designated agents, successors and assigns acting in such capacity. Conversion Value and redemption premium, if any, are payable upon presentation and surrender of this Bond at the principal office of the Bond Registrar.

The Bonds of this issue are comprised of \$_____ of Principal Amount of Convertible Capital Appreciation Bonds of which this Bond is a part (a "Convertible CAB") in the Denominational Amount of \$_____ and the Conversion Value of \$_____, \$_____ Principal Amount of Current Interest Bonds and \$_____ Principal Amount of Capital Appreciation Bonds. This Bond is issued and authorized by the District under and in accordance with the provisions of (i) Section 53506 *et seq.* of the Government Code of the State of California, as amended (the "Act") and (ii) Article XIII A of the California Constitution, and pursuant to a resolution adopted by the Board of Education of the District on May 24, 2011, (the "Resolution"). Reference is hereby made to the Resolution, a copy of which is on file at the office of the District, for a description of the terms on which the Bonds are delivered, and the rights thereunder of the registered owners of the Bonds and the rights and duties of the Paying Agent and the District, to all of the provisions of which the registered owner of this Bond, by acceptance hereof, assents and agrees. All capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in the Resolution. The Bonds were authorized by a vote of more than fifty-five percent (55%) of the qualified electors of the District voting on the proposition at an election held therein to determine whether such Bonds should be issued.

This Bond is a general obligation of the District, payable as to maturity amount from *ad valorem* taxes that under the laws now in force, may be levied without limitation as to rate or amount upon all of the taxable property in the District. Neither the payment of the Accreted Value of this Bond, or any part hereof, nor any premium hereon constitute a debt, liability or obligation of the County of Los Angeles.

This Bond is issued in fully registered form and is nonnegotiable. Registration of this Bond is transferable by the registered owner hereof, in person or by his attorney duly authorized in writing, at the aforesaid offices of the Paying Agent, but only in the manner, subject to the limitations, and upon payment of the charges, provided in the Resolution and upon surrender and cancellation of this Bond. Upon such registration of transfer, a new Bond or Bonds, of like tenor and maturity in the same Transfer Amount and in Authorized Denominations will be issued to the transferee in exchange herefor. The District and the Paying Agent may treat the Registered Owner hereof as the absolute owner hereof for all purposes, whether or not this Bond shall be overdue, and shall not be affected by any notice to the contrary.

[The Convertible CABs are subject to redemption pursuant to the Resolution.][The Convertible CABs are not subject to redemption prior to their stated maturity dates.] The rights and obligations of the District and of the owners of the Bonds may be modified or amended at any time in accordance with the Resolution.

This Bond shall not become valid or obligatory for any purpose until the Certificate of Authentication hereon endorsed shall have been dated and executed manually by the Paying Agent.

It is certified and recited that all acts and conditions required by the Constitution and laws of the State of California to exist, to occur and to be performed or to have been met precedent to and in the issuing of the Bonds in order to make them legal, valid and binding general obligations of the District, have been performed and have been met in regular and due form as required by law; that payment in full for the Bonds has been received; that no statutory or constitutional limitation on indebtedness or taxation has been exceeded in issuing the Bonds; and that due provision has been made for levying and collecting *ad valorem* property taxes on all of the taxable property within the District in an amount sufficient to pay principal, Accreted Value and interest when due.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Centinela Valley Union High School District has caused this Bond to be executed and in their official capacities by the manual or facsimile signature of the President of the Board of Education of the Centinela Valley Union High School District and to be countersigned by the manual or facsimile signature of the Clerk of the Board of Education of the Centinela Valley Union High School District.

CENTINELA VALLEY UNION HIGH
SCHOOL DISTRICT

By: _____
President of the Board of Education

Countersigned:

By: _____
Clerk of the Board of Education

CERTIFICATE OF AUTHENTICATION

This is one of the Bonds described in the within-mentioned Resolution of the Board of Education of the Centinela Valley Union High School District.

DATED: _____, 2011

By: U.S. BANK NATIONAL
ASSOCIATION, as agent

By: _____
Authorized Officer

FORM OF ASSIGNMENT

FOR VALUE RECEIVED, the undersigned registered owner hereby sells, assigns and transfers unto

Name of Transferee: _____

Address for Payment of Interest: _____

Social Security Number or other Tax Identification No.:

the within-mentioned Bond and hereby irrevocably constitutes and appoints attorney, to transfer the same on the books of the Paying Agent with full power of substitution in the premises.

Registered Owner

Dated:

NOTICE: The signature on this Assignment must correspond with the name as written on the face of the within Bond in every particular, without alteration or enlargement or any change whatsoever.

Signature _____
guaranteed

[Bank, Trust Company or Firm]

By _____
Authorized Officer

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

EXHIBIT B

FORM OF CONTRACT OF PURCHASE

EXHIBIT C
FORM OF OFFICIAL STATEMENT

EXHIBIT D

FORM OF CONTINUING DISCLOSURE CERTIFICATE